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Counsel to the Debtors and Debtors in
Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

)	
In re:)	Chapter 11
)	
NEFF CORP., <u>et al.</u> , ¹)	Case No. 10-12610 (SCC)
)	
Debtors.)	Jointly Administered
)	

**NOTICE OF AMENDMENT TO
BACKSTOP UNIT PURCHASE AGREEMENT**

PLEASE TAKE NOTICE that on July 13, 2010, the Court approved that certain *Backstop Unit Purchase Agreement* substantially in the form attached as Exhibit N (the

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Neff Holdings LLC (0571); Neff Corp. (6400); Neff Finance Corp. (3639); Neff Holdings Corp. (0431); Neff Rental, Inc. (0403); and Neff Rental LLC (3649). The location of the Debtors' corporate headquarters and the service address for all the Debtors except Neff Holdings LLC is: 3750 N.W. 87th Ave., Suite 400, Miami, Florida 33178. The service address for Neff Holdings LLC is: 375 Park Avenue, New York, New York 10152.

“Backstop Unit Purchase Agreement”) to the *Order Approving the Debtors’ Disclosure Statement and Granting Related Relief* [Docket No. 267] (the “Disclosure Statement Order”).²

PLEASE TAKE FURTHER NOTICE that, in accordance with Section 10 of the Backstop Unit Purchase Agreement, the Debtors and the Backstop Party have amended the Backstop Unit Purchase Agreement pursuant to *Amendment No. 1 to Backstop Unit Purchase Agreement* (the “Amendment”) attached hereto as Exhibit A. The Amendment implements certain modifications to the Backstop Unit Purchase Agreement that, among other things, reflect the Successful Bid submitted in accordance with the Payout Event Procedures approved pursuant to the Disclosure Statement Order.

PLEASE TAKE FURTHER NOTICE that the Court has scheduled a hearing to consider confirmation of the Plan and the transactions contemplated by the Plan and the Backstop Unit Purchase Agreement (as amended by the Amendment) for September 14, 2010, at 11:00 a.m. (prevailing Eastern Time).

New York, New York

Dated: September 2, 2010

/s/ Brian S. Lennon

James H.M. Sprayregen, P.C.

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² Capitalized terms used but not defined herein shall have the meanings set forth in the Amendment (as defined herein) or the *Debtors’ Second Amended Joint Plan Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 346], as applicable.